

P.O. BOX 849037

DALLAS, TEXAS 75284-9037

Phone: 214/651-4300

TIN: 75-0838805

Superior Air Parts, Inc.
 Attn: Kent Abercrombie, President/CEO
 621 S. Royal Lane, Suite 100
 Coppell, TX 75019-3805

August 12, 2009
 C/M: 20354.0102
 INVOICE NO. 534010
 JER
 PAGE 1

FOR PROPER CREDIT, PLEASE RETURN THIS STUB WITH YOUR REMITTANCE TO THE ADDRESS NOTED ABOVE.
 DO NOT SEND GENERAL CORRESPONDENCE TO THE ABOVE ADDRESS.

RE: Chapter 11 Bankruptcy

FOR PROFESSIONAL SERVICES RENDERED THRU 06/30/09	\$ 112,448.00
DISBURSEMENTS THRU 06/30/09	\$ 5,574.34
TOTAL AMOUNT DUE	<u>\$ 118,022.34</u>

ITEMIZED SERVICES BILL

DATE	CODE	DESCRIPTION	NAME	HOURS
06/01/09	D320	Work on negotiations with potential new purchasers and follow up investigation regarding due diligence needed and mechanics of a plan (1.0); factual investigation and analysis revisd transfer restriction agreement from Committee anf work on dits to same (1.2); work on tactics and strategy for sale of assets under amended plan (1.8);	DJB	4.00
06/01/09	D110	Email to Kevin Goode regarding status (.10); work with Steve Roberts regarding plan confirmation process (.10); review operating reports, proposed disclosure statement and plan and proposed by APS (1.0);	BF	1.20

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 2

DATE	CODE	DESCRIPTION	NAME	HOURS
06/01/09	D140	Review documents and prepare agreement for hearing (.80); attend hearing on Cherry/Detsch motion for relief (.50); conference with Ann Taylor, counsel for syndicate regarding approach to tort litigants' stay relief requests (.20);	BF	1.50
06/01/09	D160	Prepare notice of hearing on first interim fee application and attend to filing and service of same;	DK	1.00
06/01/09	D310	File exhibit to proposed order and upload proposed agreed order on claim of Seal Science;	DK	0.30
06/01/09	D130	Telephone conference with Mr. Tong regarding export issues and moving forward (.5); email Mr. Tong information on same and referral to attorney with such expertise (.3); advise client reps of progress (.2);	SAR	1.00
06/01/09	D140	Telephone conference with Mr. Franke regarding negotiations regarding lift stay (.2);	SAR	0.20
06/01/09	D320	Exchange emails with committee counsel regarding bidding procedures (.2); telephone conference with Mr. Salomon regarding same and regarding plan terms (.2); email to APS and committee counsel regarding status;	SAR	0.40
06/01/09	D110	Receive and review and forward weekly reports;	SAR	0.20
06/02/09	D320	Telephone conference with Mr. Roberts, Mr. Parham, and Ms. Soloman regarding tactics and strategy and plan negotiations and work on smae (1.8); work on revised bid procedures for latest plan possibilities (2.0)	DJB	3.80

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 3

DATE	CODE	DESCRIPTION	NAME	HOURS
06/02/09	D140	Telephone conference with Vicki Driver regarding resolution of motion to lift stay (.30); prepare for hearing on motion for relief from stay for Whitefield et al (.40); attend hearing and announce agreement (.50); telephone conference with Michelle Shriro regarding resolving Henderson claim and form of order (.30);	BF	1.50
06/02/09	D320	Study creditors' committee's joint plan and related documents (1.5); telephone conference with Kevin Good regarding questions about the plan (.8); set up and participate in conference call with committee counsel and Mr. Salomon regarding plan (.8); telephone conference with Mr. Abercrombie regarding moving forward on plan (.5); receive and review financial information to quantify value of APS offer (.5);	SAR	4.10
06/02/09	D320	Attend to further examination of export restrictions at request of potential purchaser;	SAR	0.60
06/03/09	D320	Work on changes to bid procedures for various options; work on multiple contingent plans, disclosure statement trust agreements and transfer restriction agreement and multiple correspondence with to various parties regarding same;	DJB	4.90
06/03/09	D140	Work on response to Henderson's motion for relief from stay (.30); review letter from Attorney General's Office for the State of Texas (.10);	BF	0.40
06/03/09	D310	Update claims analysis;	DK	1.80

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 4

DATE	CODE	DESCRIPTION	NAME	HOURS
06/03/09	D320	Receive and review information requested regarding export restrictions and forward to Mr. Jacobson (.2); telephone conference with Mr. Tong regarding deal points and proceeding with negotiations (.5); prepare and send preliminary analysis and comments regarding APS offer to Committee (1.0); receive and review response to same (.2); receive and review revised engine transfer restriction agreement (.3); extended telephone conference with Mr. Abercrombie and Ms. Krupa regarding APS offer and analyze and estimate individual contingent claims in order to evaluate APS offer (2.0) ; continue analysis of APS offer and compare to committee and debtor' liquidation analysis (1.9); analyze potential bidding procedure (.6); receive and review inquiry from Mr. Tong regarding operations and respond to same (.2); receive and review requested financial analyses from Mr. Abercrombie (.4);	SAR	7.30
06/04/09	D320	Work on APS purchase offer issues and edits to Plan, disclosure statement, bid procedures and transfer restriction agreements and factual investigation and analysis regarding same (3.0); work on edits to motion to approve bid procedures regarding same (.4); multiple correspondence with various parties regarding follow up on same (.3);	DJB	3.70

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 5

DATE	CODE	DESCRIPTION	NAME	HOURS
06/04/09	D310	Analysis of insurance issues, update and work on claims analysis;	DK	2.30
06/04/09	D120	Prepare and distribute comprehensive analysis of APS offer, potential claims on open purchase orders, adjustment to exposure on insurance policies and potential effect of proposed price adjustments, and other issues (3.60); telephone conference with Dr. Ahrendt, Mr. Salomon and Mr. Schenk regarding debtor's alternatives and issues that need to be addressed by TAG with Committee (0.9);	SAR	4.50
06/04/09	D320	Confer with Mr. Abercrombie regarding means to move negotiations with TAG, Committee and APS forward and possible limitation of liability in purchase orders and review specimen purchase orders (.3); Outline outstanding issues in plan, bid, and engine transfer agreement (1.0);	SAR	1.30
06/04/09	D320	Telephone conference with Mr. Tong and provide him disclosure statement and requested information;	SAR	0.50
06/04/09	D110	Receive telephone call from Mr. Seifert regarding his continued interest in acquiring Superior, update him on current situation and provide him requested information;	SAR	1.00
06/05/09	D320	Work on amended bid procedures, multiple plans and disclosure statement, sale issues and negotiations with potential buyers and tactics and strategy for same (2.4); confer with Mr. Roberts regarding same (.2);	DJB	2.60

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 6

DATE	CODE	DESCRIPTION	NAME	HOURS
06/05/09	D320	Review analysis of proposal for plan to sell APS and litigation claim and insurance;	BF	0.30
06/05/09	D310	Obtain copies of orders on claims of Aviall and Emag Ignitions and provide to Mr. Abercrombie;	DK	0.30
06/05/09	D320	Telephone conference with Dr. Ahrendt and Mr. Abercrombie regarding moving forward with plan and negotiating with committee (.7) ; provide additional requested information and analysis (.8);	SAR	1.50
06/08/09	D320	Confer with Mr. Roberts regarding tactics and strategy (.3); receive and review revised transfer restriction agreement from Committee and factual investigation and analysis regarding incorporation of same into APS plan and feasibility issues (1.0); work on revisions to bid procedures and motion to approve same (1.5); work on plan negotiations. edits to same and multiple correspondence with (.4);	DJB	3.20
06/08/09	D110	Transmit copy of disclosure statement to Mr. Isom at Hoak Fund (.1); review article regarding lawsuit filed by TAG against Mayer Brown and attend to obtaining copy of petition (.4);	DK	0.50

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 7

DATE	CODE	DESCRIPTION	NAME	HOURS
06/08/09	D320	Exchange emails with Mr. Abercrombie regarding purchase price adjustments in APS deal; prepare analysis of value or each component of APS offer and refine analysis of potential claims by category addressed separately by APS offer and distribute; exchange emails with committee counsel regarding APS offer;	SAR	3.50
06/09/09	D320	Work on revisions to bid procedures, motion and supporting documentation based upon changes from multiple parties (1.5); multiple telephone conferences with Mr. Roberts and Mr. Schuler regarding same (.5); multiple correspondence with all proponent parties revised procedures and tactics and strategy for prosecution of same (.3); prepare for and attend telephone conference with Committee, TAG and Debtor regarding tactics and strategy for plan, disclosure statement and bid procedures and follow up investigations regarding same (2.5);	DJB	4.80
06/09/09	D140	Review proposed order for Henderson motion for relief from stay (.20); ; email to Stephen Roberts regarding scope of order and timing of claim with withdrawal (.10);	BF	0.30
06/09/09	D195	Roundtrip to Dallas for meeting with Creditors' Committee;	SAR	6.50
06/09/09	D150	Meet with Creditors Committee to negotiate APS plan and settlement among creditor groups;	SAR	3.50

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 8

DATE	CODE	DESCRIPTION	NAME	HOURS
06/09/09	D320	Telephone conference with Mr. Salomon regarding negotiations (.5); telephone conference with Mr. Abercrombie regarding same (.3); receive and review revisions to proposed engine transfer restriction agreement (.3);	SAR	1.10
06/10/09	D320	Work editing plan, disclosure statement, and bid procedures based upon latest offer from APS;	DJB	1.50
06/10/09	D320	Telephone conference with Mr. Tong regarding moving forward and structuring deal(.6); exchange emails regarding same (.3); send and obtain confidentiality agreement from Brantly International (.2); email and voicemail to Mr. Abercrombie regarding same (.2); telephone conference with Mr. Salomon regarding status and closing of settlement with committee and moving forward with joint plan (.5);	SAR	1.80
06/11/09	D320	Prepare for and attend telephone conference with Committee, APS, and Debtor and follow up information for same, work on logistics and feasibility issues (2.0); multiple telephone conferences with Mr. Schuler regarding Committee comments to bid procedures and plan and work on edits to same (2.5); confer with Mr. Roberts regarding tactics and strategy (.2);	DJB	4.70
06/11/09	D320	Extended telephone conference with creditors committee counsel and APS attorneys to review plan and equipment transfer restriction agreement;	SAR	1.00

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 9

DATE	CODE	DESCRIPTION	NAME	HOURS
06/12/09	D320	Work on plan, disclosure statement and bid procedures regarding APS offer and other contingent possibilities;	DJB	2.50
06/12/09	D320	Make arrangements to meet potential buyer;	SAR	0.30
06/12/09	D320	Work on revisions to disclosure statement and plan and confer with staff regarding obtaining hearing;	SAR	2.00
06/15/09	D320	Multiple correspondence with various proponent parties regarding scheduling and follow up information on motion to approve bid procedures, disclosure statement and plan (.4); follow up investigation regarding same (.3); work on plan and disclosure statement and related documentation, support (.4); multiple telephone conferences with Mr. Schuler, Mr. Leonard, Mr. Abercrombie regarding bid procedures, and work on suggested edits (3.0); telephone conference with Mr. Roberts regarding status of case and potential new buyer, factual investigation and analysis regarding same (.5);	DJB	4.60
06/15/09	D195	Roundtrip to Dallas to meet with Brantly International regarding purchasing Superior;	SAR	7.20

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 10

DATE	CODE	DESCRIPTION	NAME	HOURS
06/15/09	D320	Work on revisions to joint plan and disclosure statement and negotiate changes to engine transfer restriction agreement and sales procedure (3.0); exchange numerous emails with APS and Committee counsel regarding same (.8); meet with Mr. Abercrombie regarding same (.5); conference call with committee counsel regarding same and regarding status of other negotiations (.4); confer with Mr. Brescia regarding same (.3); meet with Brantly International representatives regarding possible purchase of company (6.0); conference call with Mr. Salomon regarding TAG's position on current negotiations with committee and APS .5);	SAR	11.50
06/16/09	D320	Continue factual investigation and analysis regarding possible new buyer, Brantly, work on negotiations, logistics and feasibility issues regarding same (1.5); review updates and changes to plan, disclosure statement and bid procedures based upon varying contingencies (6.7)	DJB	8.30
06/16/09	D320	Review emails from Steve Roberts and counsel for the Unsecured Creditors' Committee and potential purchasers relating to plan structure (.30);	BF	0.30
06/16/09	D140	Telephone conference with Michelle Shriro, counsel for Henderson, regarding form of order lifting stay (.10); review form of order and hearing docket (.20); attend hearing on Henderson's motion for relief from stay and announce settlement (.80);	BF	1.10

STRASBURGER & PRICE, L.L.P.
ATTORNEYS AND COUNSELORS

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 11

DATE	CODE	DESCRIPTION	NAME	HOURS
06/16/09	D320	Prepare edits to motion to shorten notice, set deadlines, and expedite hearing and prepare motion to expedite hearing on same;	DK	0.40
06/16/09	D320	Continue work on proposed revisions to Committee's draft of APS plan and distribute (2.3); continue negotiations with Mr. Tong and confer with bankruptcy counsel regarding representation of Brantly and status and urgency of deal (1.5); Outline proposal for Brantly plan and confer with Mr. Abercrombie regarding same (1.5); email proposal to committee and address TAE claim under alternative plan (1.0); telephone conference with Mr. Salomon regarding outline of offer to Brantly to incorporate in Plan (.5); telephone conference with Mr. Parham regarding same(.5); receive telephone call from Mr. Tong regarding contact from APS and his concerns regarding same (.2); telephone conferences with Mr. Abercrombie regarding same (.3); work on resolution of all issues necessary to get APS disclosure statement, plan and bidding procedure on file tomorrow and confer with committee counsel regarding same (2.4);prepare and send proposal to Mr. Tong for acquisition of Superior (.8); receive and review email from Mr. Salomon regarding APS issues arising today (.20;	SAR	11.20

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 12

DATE	CODE	DESCRIPTION	NAME	HOURS
06/17/09	D320	Multiple correspondence with and multiple telephone conferences with various proponents parties regarding edits to APS plan, disclosure statement, transfer restriction agreement and bid procedures order and motion, work on drafting and documentation to support same (6.7); draft and file motion to shorten notice on hearing on disclosure statement (.3);	DJB	7.00
06/17/09	D140	Review email regarding APS withdrawal and address Superior's position on moving forward with stay litigation with Steve Roberts (.20); address APS withdrawal with Henderson's counsel in connection with motion for relief from stay (.10);	BF	0.30
06/17/09	D320	Edit and finalize motion for expedited hearing; attend to filing and service of unopposed motion to shorten notice, set deadlines, and expedite hearing on approval of disclosure statement, and motion for expedited hearing on same; communications with Viola Salcido regarding expedited setting;	DK	0.80
06/17/09	D310	Communication from Mr. Abercrombie regarding confirmation of claim amount for open purchase orders; review prior correspondence and analysis of same and respond to Mr. Abercrombie;	DK	0.30

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 13

DATE	CODE	DESCRIPTION	NAME	HOURS
06/17/09	D320	Receive message from Mr. Okin regarding his representation of Brantly as bankruptcy counsel (.2); marshal information and provide background and status of Superior's case, status of negotiations, timing and outstanding proposal (1.6); receive and review notice from APS regarding withdrawal of its offer (.1); telephone conference with Mr. Parham regarding same and regarding Brantly (.3); telephone conference with Mr. Salomon regarding same (.3); work on draft Brantly no-bid plan (1.2); telephone conference with Mr. Okin and Mr. Tong regarding negotiating deal (.5); confer with Mr. Brescia regarding preparation of motion for expedited setting on disclosure statement (.4); conference call with Hoak Fund representatives regarding status of Debtor's sales efforts and expected procedure and provide requested information (.6); confer with Mr. Abercrombie regarding insurance issues and future coverage under Brantly plan (.3);	SAR	5.50
06/17/09	D310	Review request from court for status of summary judgment hearing in TAG adversary; negotiate stipulation regarding preservation of committee's rights with Mr. Salomon and Mr. Parham; advise court regarding same;	SAR	0.90

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 14

DATE	CODE	DESCRIPTION	NAME	HOURS
06/18/09	D320	Multiple correspondence with and multiple telephone conferences with various proponent parties regarding edits to no stalking horse plan and potential Brantly plan, disclosure statement, transfer restriction agreement and bid procedures order and motion, work on drafting and documentation to support same (.2); correspondence to Ms. Cole, attorney for TAE, regarding possible settlement agreement (.2); follow up investigation regarding same (.2);	DJB	7.60
06/18/09	D320	Review proposed plan summary to address insurance claim/litigation expense issues; review file (.40); email to Steve Roberts et al regarding status (.10); review Steve Roberts' email to Brantley's counsel addressing analysis of insurance claims and exposure (.20);	BF	0.70
06/18/09	D320	Work on plan summary, including reconciliation of open purchase order amount;	DK	2.50
06/18/09	D320	Negotiate terms of proposal to Brantly with TAG and Committee and continue work on Brantly "no-bid" Plan; send proposed plan and outline to Mr. Okin, Committee and TAG; confer with Mr. Abercrombie regarding insurance risk and quantifying same;	SAR	6.30

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 15

DATE	CODE	DESCRIPTION	NAME	HOURS
06/19/09	D320	Multiple correspondence with and multiple telephone conferences with various proponent parties regarding edits to no stalking horse plan an Brantly plan, disclosure statement, transfer restriction agreement and bid procedures order and motion, work on drafting and documentation to support same (8.4);	DJB	8.40
06/19/09	D140	Address form of order for Whitefield, Kirkwood, Reese, et al plaintiffs represented by Vicki Driver (.30); email to Ann Taylor regarding status (.10);	BF	0.40
06/19/09	D320	Telephone conference with Mr. Parham regarding feasibility issues (.4) ; Continue Negotiations with Brantly regarding acquisition and provide additional information & analysis(4.5); confer with Mr. Brescia regarding contingency planning and drafting (.5); several conferences with Mr. Abercrombie regarding developing information and analysis regarding insurance, and feasibility and business plan (1.0); Summarize and Distribute deal points to committee and key counsel (.6); Telephone conference with Mr. Salomon regarding same (.3);	SAR	7.30
06/19/09	D190	Prepare for Summary Judgment hearing; telephone conference with Mr. Salomon regarding same;	SAR	0.50

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 16

DATE	CODE	DESCRIPTION	NAME	HOURS
06/22/09	D320	Multiple correspondence with and multiple telephone conferences with various proponent parties regarding edits to Brantly plan, disclosure statement, transfer restriction agreement and bid procedures order and motion, work on drafting, and documentation of support, exhibits for same;	DJB	6.40
06/22/09	D160	Prepare certificate of no objection on first interim fee application and edit and finalize proposed order;	DK	0.40
06/22/09	D195	Roundtrip to Dallas for hearings;	SAR	6.00
06/22/09	D310	Attend hearing on summary judgment;	SAR	1.30
06/22/09	D320	Continue negotiations and preparation Brantly stalking horse plan;	SAR	2.50
06/23/09	D320	Multiple correspondence with and multiple telephone conferences with various proponent parties regarding edits to Brantly plan, disclosure statement, transfer restriction agreement and bid procedures order and motion, work on drafting, finalize and file same (7.2); correspondence Mr. Okin regarding LOI and related issues (.3);	DJB	7.50
06/23/09	D320	Assistance with final changes to plan, disclosure statement, and related motions and atted to filing and service of same;	DK	6.50
06/23/09	D320	Negotiate term sheet with Brantly and obtain execution of same and work on disclosure statement, plan and bid procedures motion incorporating term sheet;	SAR	7.60

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 17

DATE	CODE	DESCRIPTION	NAME	HOURS
06/24/09	D160	Prepare for and attend hearing on first interim fee application (1.5); confer with Mr. Parham regarding same (.4);	DJB	1.90
06/24/09	D195	Travel to/from Dallas to attend hearing on first interim fee application;	DJB	7.40
06/24/09	D320	Confer with Mr. Parham regarding status of case, tactics and strategy (.4); multiple telephone conferences with Mr. Okin regarding status of bid procedures and edits to same (.2);	DJB	0.60
06/24/09	D160	Confer with Mr. Brescia regarding change in billing rates and conduct investigation regarding same; report findings to Mr. Brescia; calculate blended rates for attorneys and para professionals and prepare correspondence regarding same; begin review and itemization of expenses;	DK	1.30
06/24/09	D320	Prepare notice of filing of disclosure statement and plan and notice of hearing thereon and attend to filing and service of same;	DK	1.00
06/24/09	D110	Work on amended schedules; verify new creditors to be added to master matrix and those to be deleted;	DK	0.50
06/25/09	D160	Finalize order on fee application (.2); work on supplemental fee application to support additional expenses (1.0); confer with Ms. Krupa and Mr. Roberts regarding same (.1);	DJB	1.30

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 18

DATE	CODE	DESCRIPTION	NAME	HOURS
06/25/09	D320	Follow up service issues regarding plan, disclosure statement and bid procedures motion (.6); multiple correspondence with Mary Francis Durham regarding same (.1); continue to analyze LOI from Brantly; work on feasibility and other logistical issues and documentation (.6);	DJB	1.30
06/25/09	D140	Review form of order on Whitefield plaintiffs (.20);	BF	0.20
06/25/09	D160	Prepare supplement to fee application;	DK	2.60
06/25/09	D110	Final edits to amended schedules and matrix and telephone conference with court ecf desk regarding specifics for filing same;	DK	0.50
06/26/09	D320	Receive and review objection to disclosure statement filed by APS and work on information to respond (.5); multiple correspondence with all proponent parties regarding status of hearings, feasibility and logistics of Brantly plan, mechanics of auction and prepare for disclosure statement hearing (1.3);	DJB	1.80
06/26/09	D160	Finalize and file order on fee application (.1); continue to work on supplemental fee application response regarding expenses (.6);	DJB	0.70

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 19

DATE	CODE	DESCRIPTION	NAME	HOURS
06/26/09	D140	Review complaint filed by Hudwon (.20); review and respond to email from Kent Abercrombie regarding filing of lawsuit (.30); review email from Ann Taylor, counsel for Insurers syndicate (.10); review order on Whitefield/Reese motion for relief and forward to Christina Stephenson for approval (.20);	BF	0.80
06/26/09	D320	Review email prepared by Steve Roberts relating to insurance claims (.20);	BF	0.20
06/26/09	D160	Prepare order on fee application and upload; obtain signed orders on applications of Baker McKenzie and Lain Faulkner and transmit to Mr. Abercrombie for payment;	DK	0.50
06/26/09	D310	Begin work on additional claim objections;	DK	2.40
06/26/09	D320	Email insurance defense counsel regarding defense of suits and handling of insurance under Brantly plan (.7); exchange emails with Mr. Abercrombie regarding same and regarding negotiations with APS, Brantly and fiduciary duty issues (1.0);	SAR	1.70
06/29/09	D110	Work on amended schedules;	DJB	0.50
06/29/09	D310	Work on potential objections to claims and confer with Ms. Krupa regarding same(.7);	DJB	0.70
06/29/09	D320	Multiple correspondence with all proponent parties regarding status of plan, disclosure statement and bid procedures, work on proposed edits to same (.8); continue to work on response to APS objection to disclosure statement (.4);	DJB	1.20

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 20

DATE	CODE	DESCRIPTION	NAME	HOURS
06/29/09	D110	Follow-up with Mr. Abercrombie regarding filing amended schedules (.4); follow-up with court clerk regarding order on fee application (.2);	DK	0.60
06/29/09	D110	File amended schedules B, D, E, F, G, and amended matrix addint creditors;	DK	1.90
06/29/09	D320	Attend to due diligence requests and questions from Brantly;	SAR	0.80
06/30/09	D320	Finalize changes to bid procedures regarding request of Brantly to conform to LOI, correspondence to all proponent parties regarding same and need for transfer restriction agreement (.8); multiple correspondence with and multiple telephone conferences with Ms. Salomon regarding same (.3); multiple correspondence with and multiple telephone conferences with Mr. Parham regarding same and status of TAE negotiations (.3); telephone call to Ms. Cole, attorney for TAE regarding same (.1); continue to work on response to APS objection and edits to disclosure statement to comply with concerns (.8); conform Mr. Schuler regarding transfer restriction agreement and follow up investigation regarding same (.3); prepare for disclosure statement hearing (.5);	DJB	3.00

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 21

DATE	CODE	DESCRIPTION	NAME	HOURS
06/30/09	D140	Email to Elliot Schuler regarding order lifting stay in Whitefield/Hughes et al (.10); telephone conference with Billy Leonard regarding insurance claims and motion for relief from stay (.30); telephone conference with Billy Leonard, AFB counsel, regarding tort claims (.30); letter to counsel for tort plaintiff Hudson regarding lawsuit filed in Ontario (.30);	BF	1.80
06/30/09	D320	Work on Brantly due diligence; receive telephone call from Ace Grinding attorney regarding disclosure statement (.4); confer with counsel regarding amending bid procedures to conform with Mr. Okin's request (.5); receive and review objection filed by APS (.5); analyze and address issues regarding Brantly letter of intent and disclosure statement (.5);	SAR	1.90

TOTAL HOURS: 259.8

TOTAL FOR SERVICES \$ 112,448.00

TASK-BASED SUMMARY

		HOURS	VALUE
D110	CASE ADMINISTRATION	6.90	2,156.50
D120	ASSET ANALYSIS AND RECOVERY	4.50	2,227.50
D130	ASSET DISPOSITION	1.00	495.00
D140	RELIEF FRM STAY PROCEEDINGS	8.50	4,041.50
D150	MEETINGS OF & COMMUNICATION W/CREDITORS	3.50	1,732.50
D160	FEE EMPL APPLICATIONS	9.70	2,788.50
D190	OTHER CONTESTED MATTERS	0.50	247.50
D195	NON-WORKING TRAVEL	27.10	12,896.50
D310	CLAIMS ADM & OBJECTIONS	10.30	2,829.50
D320	STRATEGY PLANNING, DISCLOSURE STMT, PLAN	187.80	83,033.00
		259.80	112,448.00

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 22

NAME RECAP

INIT	NAME	RATE	HOURS	AMOUNT
SAR	Stephen A. Roberts	495.00	114.50	56,677.50
DJB	Duane J. Brescia	425.00	105.90	45,007.50
BF	Bob Franke	475.00	11.00	5,225.00
DK	Donna Krupa	195.00	28.40	5,538.00
TOTAL			259.80	\$112,448.00

ITEMIZED DISBURSEMENT BILL

DATE	DESCRIPTION	AMOUNT
06/02/09	TELEPHONE - SOUNDPATH CONFERENCING	11.55
06/04/09	COURIER / DELIVERY SERVICE - LONE STAR OVERNIGHT	8.84
06/05/09	TELEPHONE - SOUNDPATH CONFERENCING	16.07
06/09/09	OUT-OF-TOWN TRAVEL - STEPHEN ROBERTS	361.70
06/09/09	MEALS - STEPHEN ROBERTS	18.00
06/09/09	TELEPHONE - SOUNDPATH CONFERENCING	37.45
06/11/09	COURIER / DELIVERY SERVICE - LONE STAR OVERNIGHT	8.84
06/15/09	PARKING EXPENSES - STEPHEN ROBERTS	20.00
06/15/09	OUT-OF-TOWN TRAVEL - STEPHEN ROBERTS	95.00
06/15/09	OUT-OF-TOWN TRAVEL - AMERICAN AIRLINES, INC. - ROBERTS, S. 6/15/09 DALLAS 2135627256	369.70
06/17/09	CERTIFIED EMAIL	5.00
06/22/09	OUT-OF-TOWN TRAVEL - AMERICAN AIRLINES, INC. - ROBERTS, S. 6/22/09 DALLAS 2136940860	340.70
06/22/09	PARKING EXPENSES - STEPHEN ROBERTS	20.00
06/22/09	OUT-OF-TOWN TRAVEL - STEPHEN ROBERTS	50.00
06/23/09	CERTIFIED EMAIL	11.00
06/24/09	OUT-OF-TOWN TRAVEL - AMERICAN AIRLINES, INC. - BRESCIA, D. 6/24/09 DALLAS 8908139547659	29.00
06/25/09	OUTSIDE PRINTING - PETTY CASH c/o CARRIE MCGINNIS	10.00
06/29/09	COURIER / DELIVERY SERVICE - FED EX	29.54
06/29/09	OUTSIDE PRINTING - RAINMAKER DOCUMENT TECHNOLOGIES	64.95
06/29/09	FILING & RECORDING FEES - BANK OF AMERICA - VISA USBC	26.00
06/29/09	FILING & RECORDING FEES - BANK OF AMERICA - VISA USBC	26.00
06/30/09	ONLINE RESEARCH - PACER SERVICE CENTER	12.16
06/30/09	COPY/LASER PRINT/SCAN	3,994.00

STRASBURGER & PRICE, L.L.P.
ATTORNEYS AND COUNSELORS

Superior Air Parts, Inc.

August 12, 2009
C/M: 20354.0102
INVOICE NO. 534010
JER
PAGE 23

06/30/09 COURIER / DELIVERY SERVICE - LONE STAR 8.84
OVERNIGHT

TOTAL DISBURSEMENTS \$5,574.34

CURRENT AMOUNT DUE SUMMARY SECTION

CURRENT FEES	\$ 112,448.00
CURRENT DISBURSEMENTS	\$ 5,574.34
CURRENT TOTAL DUE	<u>\$ 118,022.34</u>

PREVIOUS INVOICES OUTSTANDING

INVOICE NO. 525231	April 27, 2009	54,101.58
INVOICE NO. 526875	May 13, 2009	76,544.44
TOTAL		\$ 130,646.02

TOTAL BALANCE DUE \$ 318,068.91